

LEONARD BENOWICH (LB-6129)
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Attorneys for Plaintiff

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

TENNENBAUM CAPITAL PARTNERS LLC, :
 :
 : 07 Civ. 9695 (LTS)(DCF)
 :
 Plaintiff, :
 :
 :
 :
 -against- :
 : **DECLARATION OF**
 : **LEONARD BENOWICH**
 :
 MICHAEL T. KENNEDY, :
 :
 Defendant. :
 :
 :
 -----X

LEONARD BENOWICH, pursuant to 28 U.S.C. § 1746, declares the following to be true and correct under the penalty of perjury:

1. I am a member of the bar of this Court, and of Roosevelt & Benowich, LLP, counsel of record for Plaintiff. Unless otherwise indicated, I have personal knowledge of the facts and circumstances set forth herein.
2. I submit this Declaration in response to the Court's request, contained in the court's *sua sponte* show cause order dated November 13, 2007, requesting information "sufficient to demonstrate a basis for subject matter jurisdiction in this Court...."
3. Plaintiff Tennenbaum Capital Group, LLC is a limited liability company organized under the laws of the State of Delaware.

4. The names of each of Plaintiff's members is proprietary and confidential; they have not been publicly disclosed and they are not publicly available.

5. Plaintiff has 12 members, each of whom or which is a citizen of the State of California. None of the members of Plaintiff is a citizen of the State of Pennsylvania.

I declare under penalty of perjury that the foregoing is true and correct. Executed on November 21, 2007, at White Plains, New York.

/s/ _____
Leonard Benowich